

(Per ILA Approval Requirements)

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CA Approval

JB Approval

**REGIONAL FARE COORDINATION SYSTEM
CHANGE ORDER NO. 39**

CONTRACTOR: ERG Transit Systems (USA) Inc.
CONTRACT NUMBER: 229944

This Change Order to Contract #229944 ("Change Order") is executed as of June 2, 2008 by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

BACKGROUND

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to execute this Change Order No. 39, and the attached Amendment No. 38 to provide for changes to the Business Account website and to update the "Special Programs Section of the Exhibit 9 Price Schedule.

AGREEMENTS

The Agencies and the Contractor hereby agree to the following changes to the Contract.

1.0 Compensation Changes

This Change Order shall give rise to no additional compensation except for the \$9108 amount specified in Amendment No. 38 which is attached hereto as "CO 39 Attachment A" and which the Parties agree, without further execution, hereby amends Exhibit 9 to the Contract, entitled "Price Schedule" by adding the price as noted to the Special Programs Section in Section VI, Implementation.

2.0 System Documentation Modifications

The Contractor shall provide the Agencies with revised manuals, materials and other system documentation as needed for the new standard report developed under this change order.

3.0 Division II Changes:

Contract Division II Section 6.II 2.2.1 is modified by striking subsection (k) i in its entirety, modifying subsection (k) iii, and adding a new subsection (k) iv:

- vii. Blocking of designated fare cards to prevent further use of the Institutional Program application or the entire card.
 - viii. Un-blocking of the Institutional Program application for employees/students/staff/clients who have re-joined the program.
- (g) The Contractor shall provide the revalue options identified in Section 6.II-9 for institutional program cardholders.
- (h) The Contractor shall be responsible for all transaction data processing required to support the billing for Institutional Programs.
- (i) The Contractor shall provide a single consolidated invoice or billing information to a designated Agency for invoicing to the institution as follows:
 - i. Payment may be pre- or on a post-usage basis based on monthly, 3 month, semi-annual, annual, or a combination of these periods at the direction of the Agency(s).
 - a. Customized programs will require the following payment options:
 - 1) Electronic Purse (Stored Value) – Prepayment only

- 2) Period Pass – Either pre-payment or post-payment
 - b. Right to Ride programs with a Flat Rate pricing structure will only utilize pre-payment methods.
 - c. Electronic voucher programs will only utilize pre-payment methods.
 - ii. The agencies shall be responsible for flexible billing options that allow the institution to pay over time (e.g. partial billing monthly; 50% @ 30 days, 50% @ 90 days, etc.).
 - iii. Billing options shall be at the direction of the Agencies for specific institutions.
 - iv. The bill shall be broken down by Agency, transaction volume, type of transaction, and cost.
 - v. A penalty shall be applied by the agency to any outstanding balance due for that invoice. The penalty shall be fixed at a rate not to exceed that allowable under State of Washington law. Any payment not received by the agency within thirty (30) days of receipt of a billing invoice is past due.
- (j) The Contractor shall provide the following mechanisms for an institution to manage and update card accounts, and order/update products:
- i. A secure Internet Website as described in Section 6.II-1.2.5.
 - ii. Through transfer of an electronic file of card serial number, privileges and products.
- (k) Card and account management and update features shall include:
- i. Per Contract Change Order 39, item (k)i has been removed.
 - ii. The capability of transmitting program changes to the clearinghouse system on a scheduled and un-scheduled basis.
 - iii. The ability to generate reports from the clearinghouse database on the status of all cards, voucher subsidies, and product loads.
 - iv. The ability for Commercial Accounts to generate reports from the Clearinghouse data base to determine their employee use.
- (l) The Contractor shall provide campus and human services institutions with the capability to carry out fare card imprinting with logos/graphic information and/or employee/student/staff/client photographs.

- (m) The Contractor shall provide systems and procedures to maintain confidentiality and privacy on the use of individual fare cards, to be accessible only by the Agencies or institution.

Contract Division II Section 6.2.2.2.5 is modified by striking subsection item (b) iii

2.2.2.5 Human Service Programs (DR 2.05)

- (a) Human Service Agencies shall have the ability to issue cards and provide transportation benefits to clients (customers) as follows:
 - i. By issuing an unvalued fare card and using the Internet Website to order the voucher or fare product to be loaded, or register the card for Right-to-Ride privileges, with the card updated the next time it is presented at a revalue location or FTP. It is expected that the Customized Product option will be the most widely used.
 - ii. By issuing pre-valued disposable smart cards from a stock maintained in the Human Service Agency office.
- (b) The Internet Website shall also be used for:
 - i. Ordering replacement fare card or disposable card stock. Orders shall be forwarded to a designated Agency for fulfillment, and associated with the specific Human Service Agency office placing the order.
 - ii. Card and account management and reporting functions for caseworkers and supervisors. Different levels of account management and access shall be provided for caseworkers and supervisors, to be determined at Final Design Review (CDRL 3).
 - iii. Per Contract Change Order 39, item (b)iii has been removed.
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- (c) Billing/invoicing information shall be generated by specific Human Service Agency office.
- (d) Electronic files (ASCII flat file format) of billing/invoice information shall be generated for the designated Agency that invoices the Human Service Agency.
- (e) The Internet Website shall allow a card to be “de-associated” from the Human Service Agency when benefits have expired, and used by the customer as a general public RFCS card.

4.0 Division III Changes:

Contract Division III Section 13.3.1 is modified by adding language to subsection (e) iv:

13.3.1 Standard System Performance Reporting

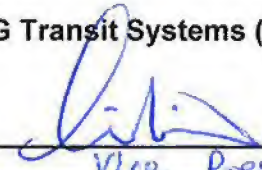
- (e) Institutional program reports, provided to both the Agencies and institutions, including as a minimum:
 - i. Institutional program participation based on RFCS fare media usage on a RFCS card.
 - ii. Institutional program ridership statistic summaries, showing the cash equivalent value and the value actually received by the Agency providing the transit service.
 - iii. Institutional program ridership statistics by Agency providing the transit service, the route, and other fare payment transaction detail.
 - iv. For Agencies and Commercial Accounts only, provide transaction history for Institutional cards (monthly or for specified date range).
 - v. Billing data including summaries of redeemed/unredeemed vouchers and customized programs.
 - vi. Institutional program data to show the number of cards issued in an Institutional program, the products on the cards and whether the products and card being actively used or not.
 - vii. Details of products that an Institution has ordered, but were never redeemed during the billing or agreement period.
 - viii. Details of vouchers that an Institution has ordered, but were never redeemed during a specified period.
 - ix. Vanpool use by Institution, Vanpool ID, Agency, and/or card serial number, accessible by the vanpool administrator at each Agency.
 - x. Details of vanpool subsidies used on vanpool services, accessible by the vanpool administrator at each agency.
- (f) Card management reports, including as a minimum:
 - i. Detailed list of all smart cards by RFCS location, type and card status, throughout the asset management lifecycle
 - ii. Details of all Agency orders in the RFCS
 - iii. Delivery performance

5.0 Other Terms and Conditions:

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order No. 39 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 39 to Contract #229944 as of the date set forth below its signature.

ERG Transit Systems (USA) Inc.

By:  (PROTESTED)
Its: Vice President
Date: 06/13/2008

The Agencies

By: 
Their: Contract Administrator
On behalf of the Agencies
Date: June 2, 2008

Change Order No. 39 - Attachment A

Amendment 38 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 38 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 2nd day of June, 2008, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to amend Section VI of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 39 to which this is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 1.0 Section VI (Implementation) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

VI. IMPLEMENTATION

SPECIAL PROGRAMS

LUMP SUM COST

Original Contract

A. PARATRANSIT	\$70,476
B. VANPOOL	\$70,476

Change Order No. 1

A. KCM RCU Conceptual Design (Not to Exceed plus reimbursable travel expenses)	\$26,795
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Change Order No. 11

WSF GAK Implementation	\$241,584
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Change Order No. 15

WSF Gate & POS Simulator	\$24,614
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Change Order No. 16

KT PFTP Implementation	
1. Phase 1 FDR through Beta Test Readiness	\$79,698
2. Phase 2 After Beta Test Readiness	\$46,683
TOTAL IMPLEMENTATION:	\$126,381

Change Order No. 18

KCM DDU Functionality when ARI enters Init Mode	\$10,985
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Change Order No. 19

KCM DDU Auto Logoff and Power Down	\$7,054
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Change Order No. 20

Beta Card Production	\$20,000
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Change Order No. 25

CST Monitors for Beta Test Developmental Units 5 CSTs @ \$800 each	\$4,000
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Change Order No. 29

Addition of Cardholder Website content to Call Center & Walk-in Center training courses and materials	\$3,675
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Change Order No. 30

Revise card graphics to include 8-digit Card Serial Number on the card	\$2,072
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Change Order No 39

Change Order No. 31

CST Functionality to override card printing requirements	\$6,637
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Change Order No. 34

Cardholder Website update to perform payment processing functions for Unregistered Cards	\$33,067
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Change Order No. 35

UW Card serial number placement on back of Campus Card	\$896
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Change Order No. 36

WSF Commercial Account Card requirements	\$37,815
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Change Order No. 37

Data Update Functionality	\$83,189
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Amendment No. 31

Change fare card Primary Graphics and Primary Printing requirements for Standard and Disposable Fare Card as well as the Secondary Printing requirements for Business Account and Operator Cards.	\$2986
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Amendment No. 33

On-board Equipment Training Rig assembly includes parts and labor to assemble using devices from Agency inventory, perform installation and commissioning tests, and commission.	\$410 per unit
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Amendment No. 34

Change the Regional Reduced Fare Permit (RRFP) card front and back primary and secondary graphics	\$5159
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Amendment No. 37

Modify the existing report, Institutional Card Status Report, to remove the first and last name fields and to add a new field to indicate if the card is "registered".	\$37,815
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Change Order No. 39

Business Account Web Changes	\$9108
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